

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme FLIGHT CENTRE TRAVEL GROUP LIMITED

ACN/ARSN ACN 003 377 188

1. Details of substantial holder (1)

Name Credit Suisse Holdings (Australia) Limited (on behalf of Credit Suisse Group AG and its affiliates)

ACN/ARSN (if applicable) 008 496 713

There was a change in the interests of the substantial holder on 08-Apr-2020

The previous notice was given to the company on 14-Apr-2020

The previous notice was dated 14-Apr-2020

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Common Stock	6,758,318	6.67%	8,368,064	8.25%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure "A"					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure "B"					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure "C"	

Signature

print name	Winston Loke	capacity	Authorised Signatory
sign here		date	14-Apr-2020

Annexure "A"

3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	624,866.28 AUD	60,502 Common Stock	60,502
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	126,561.26 AUD	12,000 Common Stock	12,000
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	6,667.40 AUD	629 Common Stock	629
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	257.55 AUD	25 Common Stock	25
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	113.01 AUD	11 Common Stock	11
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	9,476.95 AUD	937 Common Stock	937
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	15,650.77 AUD	1,511 Common Stock	1,511
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	25,717.68 AUD	2,474 Common Stock	2,474
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	4,040.73 AUD	397 Common Stock	397
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	25,364.33 AUD	2,483 Common Stock	2,483
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	1,306.96 AUD	125 Common Stock	125
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	15,768.01 AUD	1,501 Common Stock	1,501
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	2,950.03 AUD	287 Common Stock	287
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	1,879,658.56 AUD	180,488 Common Stock	180,488
8-Apr-20	Credit Suisse Equities (Australia) Limited	Acquired on market	880,017.81 AUD	85,476 Common Stock	85,476
8-Apr-20	Credit Suisse Securities (USA) LLC	Stocked borrowed under OSLA	Refer to Annexure D of Notice	47,774 Common Stock	47,774
8-Apr-20	Credit Suisse Securities (USA) LLC	Stocked borrowed under OSLA	Refer to Annexure D of Notice	135,226 Common Stock	135,226
8-Apr-20	Credit Suisse Securities (USA) LLC	Stocked borrowed under OSLA	Refer to Annexure D of Notice	150,000 Common Stock	150,000
8-Apr-20	Credit Suisse Securities (USA) LLC	Stocked borrowed under OSLA	Refer to Annexure D of Notice	9,700 Common Stock	9,700

Annexure "B"

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Credit Suisse Equities (Australia) Limited (ACN 068 232 708)	CS Fourth Nominees Pty Limited (ACN 069 126 432)	Credit Suisse Equities (Australia) Limited	Voting rights and right to dispose	2,316,180 Common Stock	2,316,180
Credit Suisse Equities (Australia) Limited (ACN 068 232 708)	CS Fourth Nominees Pty Limited (ACN 069 126 432)	Credit Suisse Equities (Australia) Limited	Holder of securities subject to an obligation to return under a securities lending agreement	750,000 Common Stock	750,000
Credit Suisse Securities (Europe) Limited (ARBN 099554131)	CS Third Nominees Pty Limited (ACN 007 053 849)	Credit Suisse Securities (Europe) Limited	Holder of securities subject to an obligation to return under a securities lending agreement	3,551,749 Common Stock	3,551,749
Credit Suisse Securities (USA) LLC	CS Third Nominees Pty Limited (ACN 007 053 849)	Credit Suisse Securities (USA) LLC	Holder of securities subject to an obligation to return under a securities lending agreement	1,329,700 Common Stock	1,329,700
Credit Suisse Funds AG	HSBC Custody Nominees (Australia) Limited (ACN 003 094 568)	Credit Suisse Funds AG	Voting rights and right to dispose	112,540 Common Stock	112,540
Credit Suisse AG, Sydney Branch	HSBC Custody Nominees (Australia) Limited (ACN 003 094 568)	Credit Suisse AG, Sydney Branch	Voting rights and right to dispose	192,655 Common Stock	192,655
Credit Suisse Fund Management S.A.	HSBC Custody Nominees (Australia) Limited (ACN 003 094 568)	Credit Suisse Fund Management S.A.	Voting rights and right to dispose	1,908 Common Stock	1,908
MultiConcept Fund Management S.A.	HSBC Custody Nominees (Australia) Limited (ACN 003 094 568)	MultiConcept Fund Management S.A.	Voting rights and right to dispose	35,590 Common Stock	35,590
Credit Suisse (Italy) S.p.A.	HSBC Custody Nominees (Australia) Limited (ACN 003 094 568)	Credit Suisse (Italy) S.p.A.	Voting rights and right to dispose	1,542 Common Stock	1,542
Credit Suisse AG, Dublin Branch	CS Third Nominees Pty Limited (ACN 007 053 849)	Credit Suisse AG, Dublin Branch	Holder of securities subject to an obligation to return under a securities lending agreement	76,200 Common Stock	76,200

This is Annexure "B" referred to in the Form 604 "Notice of change of interests of substantial holder"

Signature

Credit Suisse Holdings (Australia) Limited (ACN 008 496 713)

print name

Winston Loke

capacity

Authorised Signatory

sign here

date

14-Apr-2020

Annexure "D"

This is Annexure "D" referred to in the Form 604 "Notice of change of interests of substantial holder"

Signature

Credit Suisse Holdings (Australia) Limited (ACN 008 496 713)

print name	Winston Loke	capacity	Authorised Signatory
sign here		date	14-Apr-2020



Prescribed information**Schedule**

Type of agreement	Overseas Securities Lending Agreement
Parties to agreement	Credit Suisse Securities (USA) LLC and Brown Brothers Harriman and Co.
Transfer date	8-Apr-2020
Holder of voting rights	Borrower
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	N/A
Does the borrower have the right to return early?	Yes
If yes, detail	With 4 business days prior notice, unless Borrower and Lender agree to the contrary.
Does the lender have the right to recall early?	Yes
If yes, detail	With 4 business days prior notice or earlier upon agreement
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral.

Prescribed information**Schedule**

Type of agreement	Overseas Securities Lending Agreement
Parties to agreement	Credit Suisse Securities (USA) LLC and BlackRock Institutional Trust Company
Transfer date	8-Apr-2020
Holder of voting rights	Borrower
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	N/A
Does the borrower have the right to return early?	Yes
If yes, detail	With 4 business days prior notice, unless Borrower and Lender agree to the contrary.
Does the lender have the right to recall early?	Yes
If yes, detail	With 4 business days prior notice or earlier upon agreement
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral.

Prescribed information**Schedule**

Type of agreement	Overseas Securities Lending Agreement
Parties to agreement	Credit Suisse Securities (USA) LLC and Vanguard Group
Transfer date	8-Apr-2020
Holder of voting rights	Borrower
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	N/A
Does the borrower have the right to return early?	Yes
If yes, detail	With 4 business days prior notice, unless Borrower and Lender agree to the contrary.
Does the lender have the right to recall early?	Yes
If yes, detail	With 4 business days prior notice or earlier upon agreement
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral.

Prescribed information	
Schedule	
Type of agreement	Overseas Securities Lending Agreement
Parties to agreement	Credit Suisse Securities (Europe) Limited and Brown Brothers Harriman and Co.
Transfer date	8-Apr-2020
Holder of voting rights	Borrower
Are there any restrictions on voting rights?	Yes
If yes, detail	Voting rights to be exercised in accordance with lender's instructions provided such instructions are received 7 days prior.
Scheduled return date (if any)	N/A
Does the borrower have the right to return early?	Yes
If yes, detail	At Will
Does the lender have the right to recall early?	Yes
If yes, detail	With 4 business days prior notice or earlier upon agreement
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral.

Prescribed information

Schedule

Type of agreement	Overseas Securities Lending Agreement
Parties to agreement	Credit Suisse AG, Dublin Branch and Citibank N.A.
Transfer date	8-Apr-2020
Holder of voting rights	Borrower
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	N/A
Does the borrower have the right to return early?	Yes
If yes, detail	At Will
Does the lender have the right to recall early?	Yes
If yes, detail	With 4 business days prior notice or earlier upon agreement.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral.